

APR 19 1976 2 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AND ASSIGNMENT
TO
RAILROAD CAR SERVICE LEASE AGREEMENT

THIS AMENDMENT AND ASSIGNMENT dated as of March 1, 1976 and effective as of that date by and between GREENLEASE COMPANY, a Division of Greenville Steel Car Company, a Pennsylvania corporation (the "Lessor"), CONSOLIDATION COAL COMPANY, a Delaware corporation ("Consolidation Coal") and ONTARIO HYDRO, a body corporate continued and governed under the laws of the Province of Ontario, Canada ("Ontario Hydro");

W I T N E S S E T H T H A T :

Consolidation Coal and the Lessor heretofore entered into a Railroad Car Service Lease Agreement dated as of September 3, 1975 (the "Lease"), whereby the Lessor leased to Consolidation Coal 64 100-ton Triple Hopper Cars, Road Nos. GSCX 11000 to 11063, both inclusive. The parties hereto now desire to amend the Lease as hereinafter in this Amendment and Assignment set forth, and Consolidation Coal desires to assign its interest in the Lease to Ontario Hydro, with the consent of the Lessor, as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration the receipt of which is hereby acknowledged, it is hereby agreed as follows:

1. The number of Cars referred to in and covered by the Lease shall be increased from 64 to 71; and Cars having Road Nos. 11064, 11065, 11066, 11067, 11097, 11098 and 11099 shall be added to the Lease and included within the definition of the term "Cars".

2. Consolidation Coal hereby assigns its interest in the Lease to Ontario Hydro; Ontario Hydro hereby accepts such assignment and assumes and undertakes to perform all the obligations of Consolidation Coal under the Lease, effective on the effective date of this Amendment and Assignment; and the Lessor hereby consents to such assignment. For all purposes, the term "Lessee", wherever it appears in the Lease, shall from and after March 1, 1976 mean and refer to Ontario Hydro; provided, however, that this Amendment and Assignment shall not relieve Consolidation Coal of liability to the Lessor under the Lease, both before and after the date hereof. Ontario Hydro's address as Lessee, for purposes of paragraph 17 of the Lease, is as follows:

Ontario Hydro
700 University Avenue
Toronto, Ontario M5S 1X6
Canada

3. Paragraph 1 of the Lease is amended by adding at the end thereof the following sentence:

"The Cars will be operated by Lessee solely in unit train service from coal mine loading points located in West Virginia, Pennsylvania and Ohio to unloading points at Ashtabula, Ohio and Conneaut, Ohio."

4. All rentals, maintenance supervision charges and other monetary payments required to be paid under the Lease by Lessee shall be payable in United States dollars, net of all applicable Canadian and Provincial taxes, assessments and other governmental charges. The term "federal, state and local", as used in Section 15 of the Lease with reference to taxes, assessments or other governmental charges, shall be deemed to include all such taxes, assessments and other governmental charges imposed in the Dominion of Canada and the Province of Ontario as well as in the United States of America.

5. Except to the extent the Lease is amended by this Amendment and Assignment, all the terms, covenants and provisions of the Lease shall continue in full force and effect precisely as heretofore.

6. This Amendment and Assignment may be simultaneously executed in two or more counterparts each of which when so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Lessor, Consolidation Coal and Ontario Hydro have caused these presents to be signed and their

respective corporate seals to be duly attested as of the day and year first above written.

Attest:

W. H. Mackenzie
Secretary

GREENLEASE COMPANY, A DIVISION
OF GREENVILLE STEEL CAR COMPANY

By *C. F. Sweeney*
~~W. H. Mackenzie~~ President

Attest:

J. T. Campbell
Assistant Secretary

CONSOLIDATION COAL COMPANY

By *C. E. With*
Senior Vice President

Attest:

W. H. Mackenzie
Secretary

ONTARIO HYDRO

By *R. H. Karp*
Chairman

ONTARIO HYDRO	
March 29, 1976	
Murray MacLean	
SOLICITOR	
19	
Feb. 26, 1976	
Jim	
Div. of Fuel	

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

}
} SS:
}

On this 23rd day of February, 1976, before
me, personally appeared A. E. SAROSKY,
to me personally known, who, being duly sworn, says that he is
President of GREENLEASE COMPANY, a Division
of Greenville Steel Car Company, a Pennsylvania corporation, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Mary E. Dugas
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

MARY E. DUGAS, Notary Public.
Pittsburgh, Allegheny County, Pa.
My Commission Expires Dec. 20, 1979

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 25th day of February, 1976, before me, personally appeared C. E. Witt, to me personally known, who, being duly sworn, says that he is Senior Vice President of CONSOLIDATION COAL COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna A. Skrabut
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

DONNA A. SKRABUT, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires
July 25, 1977

PROVINCE OF ONTARIO)
JUDICIAL DISTRICT)
COUNTY OF TORONTO)
OF YORK

SS:

On this 1ST day of April, 1976, before
me, personally appeared William E. Roney,
to me personally known, who, being duly sworn, says that he is
Secretary of ONTARIO HYDRO, a body corporate con-
tinued and governed under the laws of the Province of Ontario,
Canada, that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Col. J. W. W. W.
Notary Public

[NOTARIAL SEAL]

My Commission is for life
~~Expires:~~